

April 21, 2004

The Fleming Company
1945 Lakepoint Drive
P. O. Box 2993
Lewisville, TX 75029

ATTN: Archie Dykes

COPY

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

200 East Randolph Drive
Chicago, Illinois 60601
FEIN 36-1326630

Inv.# 2768991

IN THE MATTER OF

Adversary Proceedings & Contested Matter
File No. 40575-0003

For legal services rendered through March 31, 2004 (see attached Description of Legal Services for detail)	\$ 138,777.50
For disbursements incurred through March 31, 2004 (see attached Description of Expenses for detail)	\$ 5,182.23
Total for legal services rendered and expenses incurred	\$ 143,959.73

The Fleming Company
 Legal Services for the Period Ending March 31, 2004
 April 21, 2004

Summary of Hours Billed

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Richard S Berger	1.60	655.00	1,048.00
Erin N Brady	4.90	360.00	1,764.00
Damian D Capozzola	54.30	480.00	26,064.00
Shirley S Cho	9.80	465.00	4,557.00
Eve E Crowell	30.30	285.00	8,635.50
Melissa M Dulac	.60	360.00	216.00
Marjon E Ghasemi	4.60	405.00	1,863.00
Steven R Kotarba	1.00	440.00	440.00
Eric C Liebeler	45.60	575.00	26,220.00
Sydne J Michel	41.80	480.00	20,064.00
Nicole S Miller	26.20	360.00	9,432.00
Geoffrey A Richards	15.10	540.00	8,154.00
Romana O Samad	4.20	235.00	987.00
Greer N Shaw	2.00	415.00	830.00
Laura Thomas	3.10	360.00	1,116.00
Richard L Wynne	19.50	695.00	13,552.50
Michael R Crnich	.60	120.00	72.00
Andrew J Groesch	.30	210.00	63.00
Antoinette Huerta	27.50	105.00	2,887.50
Allison Mayo Andrews	13.50	185.00	2,497.50
Maria L Miraflores	3.80	105.00	399.00
Neal F San Diego	34.60	105.00	3,633.00
Maria Tarango	3.00	120.00	360.00
Denise Wymore	6.00	210.00	1,260.00
Edgar I Yep	14.50	105.00	1,522.50
James R Strohl	7.60	150.00	1,140.00
Total	376.00		\$ 138,777.50

The Fleming Company
 Legal Services for the Period Ending March 31, 2004
 April 21, 2004.

Description of Legal Services

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
3/01/04	1.00	Edgar I Yep	Prepare documents re Supervalu - Hegenbarth (.5); compile documents requested by D. Capozzola (.5).
3/01/04	6.50	Edgar I Yep	Compile data to update evidentiary document production log.
3/01/04	3.80	Erin N Brady	Review and revise CHEP 9019 motion and settlement agreement (3.0); telephone conference with B. Roof re same (.2); conference with S. Cho re same (.2); exchange emails with J. Hunter re administrative claim and preliminary injunction motion (.2); conference with S. Cho re same (.2).
3/01/04	2.30	Shirley S Cho	Coordinate CHEP filing (.3); review bankruptcy issue relating to DSD settlement (.3); review and revise two settlement motions for filing (1.0); email to counsel for Committee and Lenders re same (.2); strategize re CHEP hearing (.3); draft email to L. Mandel re 9019 settlement motion (.1); draft email to J. Bocock re Best Yet arbitration (.1).
3/01/04	.70	Richard L Wynne	Analyze CHEP settlement motion (.3); revision of W. Cohen letter (.1); telephone conference with E. Liebeler re preparation for Stenger testimony (.3).
3/01/04	.70	Richard L Wynne	Analyze offers to settle (.2); telephone conference with G. Richards and E. Liebeler re coordinating all litigation (.5).
3/01/04	1.60	James R Strohl	Review other large bankruptcy dockets re PACA procedures.
3/01/04	1.80	James R Strohl	Review Delaware dockets re lock ups.

The Fleming Company
 Legal Services for the Period Ending March 31, 2004
 April 21, 2004

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
3/01/04	1.00	Damian D Capozzola	Communications and analysis re Acosta and Advantage subpoenas (.1); communications and analysis re Target discovery (.1); communications with B. Roof, K. Fuhrman, and R. Cobb, and attention re Bradley Plaza document production issues (.6); communications re Hegenbarth issues (.1); communications and analysis re K-Mart issues (.1).
3/01/04	1.70	Eric C Liebeler	Prepare outline for Stenger testimony (.8); meeting with R. Wynne, S. Bledsoe re refinancing motion (.9).
3/01/04	7.50	Eric C Liebeler	Prepare for CHEP preliminary injunction (5.4); review transcripts from February 17 and February 19 (.4); review key cases (1.7).
3/02/04	1.10	Erin N Brady	Review CHEP revisions to settlement agreement and 9019 motion (.4); draft email to J. Hunter and S. Cho re same (.2); telephone conference with J. Hunter re CHEP revisions and filing (.1); draft email to R. Wynne and G. Richards re status of CHEP settlement (.2); review service list for affected parties (.2).
3/02/04	2.80	Shirley S Cho	Review and revise settlement motions for filing (.5); revise 9019 pleadings for filing (2.0); draft email to S. McFarland re CHEP 9019 (.3).
3/02/04	.20	Richard L Wynne	Telephone conference with A. Paris re settlement negotiations (.1); telephone conference with K. Richesson re substitutions and CT Bills (.1).
3/02/04	4.50	Marjon E Ghasemi	Review and revise 9019 motion re Cruco (1.0); review and revise 9019 motion re Fox Foods (1.5); review and revise 9019 motion re Advanced Purchasing (1.5); several telephone conferences with R. Tilley and C. Lhulier re same (.3); confer with S. Cho re status of and

The Fleming Company
 Legal Services for the Period Ending March 31, 2004
 April 21, 2004

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			filing of same (.2).
3/02/04	.30	Laura Thomas	Exchange emails with J. Bocock and S. Cho re arbitration stipulation and possible changes to the stipulation.
3/02/04	.20	Laura Thomas	Exchange emails with R. Friedman and V. Buchanan re possible motion to withdraw by BHB Memorial.
3/02/04	1.40	Damian D Capozzola	Communications with D. Bickford re Target discovery (.2); communications with H. Martyn and M. Scott re DSD settlement (.9); communications with M. Scott, L. Smith, and L. Hosoda re Hawaiian software issues (.3).
3/02/04	6.10	Eric C Liebeler	Prepare for CHEP hearing.
3/02/04	.80	Geoffrey A Richards	Review and revise DSD settlement agreement.
3/02/04	2.90	Geoffrey A Richards	Review and revise settlement agreements with Fox Foods (1.0), Green Country (.8), Basha's (1.1).
3/02/04	1.00	Sydne J Michel	Review issues re AWI settlement (.4); review contract documents re same (.6).
3/02/04	.40	Sydne J Michel	Telephone conference with G. Richards re arbitration of accounts receivable claims and review related documents.
3/03/04	.50	Edgar I Yep	Search for and compile court pleadings for C. Frost.
3/03/04	3.00	Allison Mayo Andrews	Review, process and collate incoming case documents (2.0); review court docket re rule 9019 motions (1.0).
3/03/04	1.00	Antoinette Huerta	Research and compile information re Gaillard and Marigold matters.
3/03/04	.10	Marjon E Ghasemi	Review joint status report re Russel Stover.
3/03/04	.90	Greer N Shaw	Communicate with B. Folse, D. Bickford,

The Fleming Company
 Legal Services for the Period Ending March 31, 2004
 April 21, 2004

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			and D. Capozzola re draft discovery directed to Target Corp (.5); review and revise draft proposed schedule for Target litigation (.4).
3/03/04	6.90	Damian D Capozzola	Analysis of and communications re Hawaiian software issues (.5); communications with B. Folse, G. Shaw, D. Bickford, and S. McFarland re Target pleading and discovery issues, and review and revise discovery (1.9); communications with opposing counsel re Target scheduling and attention to scheduling issues (.7); prepare for Target scheduling conference, research re conference requirements, and draft letter to opposing counsel re same (3.2); review and analysis of revised DSD settlement agreement and communications with H. Martyn re same (.4); communications with C. Frost re Gorman settlement (.2).
3/03/04	6.10	Eric C Liebeler	Prepare for and attend CHEP preliminary injunction hearing.
3/03/04	2.30	Geoffrey A Richards	Prepare for and telephone conference with K. Richeson re arbitration protocol (1.1); telephone conference with B. Folse, J. Bocock and S. Michel re same (.7); review motion to arbitrate (.5).
3/03/04	.60	Sydne J Michel	Voice mail messages for J. Zimmerman and R. Tilley re Fox Foods' 9019 motion (.1); review contract documents (.5).
3/03/04	.50	Sydne J Michel	Review correspondence from G. Richards, S. McFarland re arbitration issues.
3/03/04	1.90	Sydne J Michel	Telephone conference with B. Folse, G. Richards, K. Richesson, J. Bocock re arbitration issues (.5); review related documents (1.4).
3/03/04	.50	Sydne J Michel	Review and analyze motion to authorize arbitration of claims against King's

The Fleming Company
 Legal Services for the Period Ending March 31, 2004
 April 21, 2004

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			Grocery.
3/04/04	.20	Melissa M Dulac	Communicate with R. Friedman re upcoming WCM matters.
3/04/04	1.00	Shirley S Cho	Review and return voicemail from C. Birchette re litigation (.1); review and return voicemail from J. Skidmore re settlement agreements (.2); telephone conference with R. Tilley re settlement motions (.2); draft email to L. Mandel re committee review of settlements (.1); draft several emails to S. McFarland re settlement with Northeast Frozen Foods (.2); draft email to S. McFarland re Shea and Shipley 9019 motions (.2).
3/04/04	.30	Richard L Wynne	Telephone conference with R. Friedman re order issues on rejection.
3/04/04	1.90	Damian D Capozzola	Communications and analysis re Target discovery and scheduling (.3); communications and analysis re Ventura Foods (.2); communications and analysis re Hawaiian software issues (.2); communications and analysis re DSD settlement and Plan issues (.8); communications and analysis re CHEP (.1); communications and analysis re Scozio's (.1); communications and analysis re WCM (.1); communications and analysis re Bradford Plaza (.1).
3/04/04	1.90	Eric C Liebler	Review pleadings on adversary cases (1.4); review and edit e-mail to opposing counsel (.5).
3/04/04	.80	Geoffrey A Richards	Review and revise arbitration demand letter.
3/04/04	3.20	Geoffrey A Richards	Review and revise 9019 motions.
3/04/04	.50	Sydne J Michel	Review arbitration stipulations re Sewell-Allen and Better Foods.
3/04/04	.30	Sydne J Michel	Draft letter to L. Price, J. Bocock re

The Fleming Company
 Legal Services for the Period Ending March 31, 2004
 April 21, 2004

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			Munafo arbitration issues.
3/04/04	.60	Sydne J Michel	Draft and revise letter to retailers re motion and stipulation to arbitrate (.5); draft correspondence to J. Bocock re same (.1).
3/05/04	.90	Richard L Wynne	Revision of timeline (.3); telephone conference with A. Paris re set off issues (.2); telephone conference with A. Hijjawi re set off issues (.4).
3/05/04	.30	Richard L Wynne	Preparation of e-mails re negotiations.
3/05/04	3.00	Maria Tarango	Review and update the adversary chart.
3/05/04	3.80	Maria L Miraflores	Maintain and update service information for adversary cases for attorney use and review (.3); update and revise litigation chart for attorney use and review. (3.5)
3/05/04	2.80	Damian D Capozzola	Communications re WCM matter (.1); communications with H. Martyn, M. Morris, and K&E team members and analysis re DSD settlement issues (1.7); communications and analysis re Hawaiian software issues (.1); communications re Ocean Spray (.4); communications with S. McFarland and T. O'Brien re Target procedural issues (.5).
3/05/04	1.30	Eric C Liebeler	Review DSD settlement agreement (1.1); discuss same with D. Capozzola (.2).
3/05/04	.20	Sydne J Michel	Review correspondence from M. Hazy re Munafo stipulation (.1); draft memorandum to S. McFarland re same (.1).
3/05/04	.70	Sydne J Michel	Review correspondence from R. Salamy and S. McFarland re Munafo stipulation (.3); draft memorandum to C. Brown re same (.4).
3/07/04	.10	Richard L Wynne	Telephone conference with T. Stenger re

The Fleming Company
 Legal Services for the Period Ending March 31, 2004
 April 21, 2004

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			meeting preparation.
3/08/04	2.00	Edgar I Yep	Proof read and cite check 9019 brief re Gorman Food settlement for C. Frost.
3/08/04	1.00	Steven R Kotarba	Review emails and stipulations re PAQ Appeal (.4); discussion with D. Robinson re same (.2); internal follow up and follow up with C&S re same (.4).
3/08/04	.30	Shirley S Cho	Telephone conference with K. Fuhrman re settlement status of accounts receivable (.1); draft email to C. Birchette re litigation issues (.2).
3/08/04	2.20	James R Strohl	Review docket re first day motions and insurance.
3/08/04	.60	Michael R Crnich	Search and retrieve several dockets for adversary cases, organize and distribute.
3/08/04	.60	Greer N Shaw	Prepare for and attend conference pursuant to FRCP 26 (f) re Target lawsuit.
3/08/04	2.80	Damian D Capozzola	Communications with J. Skidmore and T. O'Brien re Target matter (.1); prepare for and participate in conference of counsel, and communications re same (1.4); communications re and analysis of Desjardins matter (.7); communications re Scozio's matter (.2); communications re DSD settlement (.3); communications re Hawaiian software issues (.1).
3/08/04	.30	Eric C Liebeler	Review application to employ S. McDonald.
3/08/04	5.00	Eric C Liebeler	Review materials on Desjardins claims (4.3); discuss same with D. Capozzola (.1) review Target case management order (.4); correspondence from opposing counsel (.2).
3/08/04	2.30	Sydne J Michel	Review motion to authorize arbitration

The Fleming Company
 Legal Services for the Period Ending March 31, 2004
 April 21, 2004

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			of claims against, among others, King's Grocery (.6); draft memorandum to B. Folse and K. Richession re same (.3); review and analyze related arbitration pleadings (1.4).
3/08/04	.10	Sydne J Michel	Review correspondence from G. Richards re employee litigation issues.
3/08/04	.30	Sydne J Michel	Draft memorandum to S. McFarland re status of Third Arbitration Motion.
3/08/04	1.90	Sydne J Michel	Review and analyze motion to authorize arbitration of claims against Best Yet (1.1); review and analyze Best Yet's objection and Debtor's reply (.8).
3/08/04	1.50	Sydne J Michel	Review and analyze memorandum re Third Circuit law and severance issues (.5); review related cases (1.0).
3/09/04	1.40	Nicole S Miller	Revise form 9019 motion.
3/09/04	.20	Shirley S Cho	Draft email to C. Birchette re litigation items.
3/09/04	1.00	Richard L Wynne	Telephone conference with legal issues team.
3/09/04	4.50	Denise Wymore	Research re service addresses (3.5); email to Pachulski and BMC re same (.2); update list (.8).
3/09/04	.70	Damian D Capozzola	Communications re Target procedural issues, and draft and circulate case management papers (.5); communications re DSD settlement agreement (.1); communications re Scozio's issues (.1).
3/09/04	2.00	Eric C Liebeler	Review plaintiffs' papers on Super 1 Hannam's lease rejection motion (1.4); discuss same with G. Richards (.2), E. Crowell (.4).
3/09/04	.10	Sydne J Michel	Review correspondence from G. Richards re Marvin's objection to motion to compel arbitration.

The Fleming Company
 Legal Services for the Period Ending March 31, 2004
 April 21, 2004

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
3/09/04	.20	Sydne J Michel	Review and analyze pleadings re 9010 motion for approval of Fox's Foods settlement.
3/09/04	.10	Sydne J Michel	Review correspondence from G. Richards re Best Yet extension on objection to motion to compel arbitration.
3/09/04	.20	Sydne J Michel	Review correspondence from R. Mendes re employees' motion to compel payment of administrative priority expenses.
3/09/04	.50	Sydne J Michel	Review and analyze correspondence from S. McFarland and G. Richards re Price Chopper stipulation (.3); review arbitration order re same (.2).
3/09/04	.60	Sydne J Michel	Draft response to correspondence from G. Richards re King's Grocery's motion to compel arbitration (.2); review related pleadings (.4).
3/10/04	4.00	Edgar I Yep	Search document database and court docket for documents requested by E. Crowell (1.5); print and organize email documents re Wuethrich C. Frost (2.5).
3/10/04	6.00	Eve E Crowell	Review motion to vacate order and analyze issues re same (.7); correspond with team members and co-counsel re same for purposes of preparing upcoming deposition (3.5); review documents and correspondence re history of Buena Park Lease and prepare documents to be produced (1.8).
3/10/04	3.10	Richard L Wynne	Telephone conference with A. Hijjawi re memorandum for OCC re settlement ideas (.3); conference with E. Liebeler re value summary judgment motion (.5); telephone conference with W. Cohen and R. Hertzberg re negotiations re plan and releases, reclamation settlement and OCC meeting (.8); telephone conference with M. Branzberg re confidential agreement issues and

The Fleming Company
 Legal Services for the Period Ending March 31, 2004
 April 21, 2004

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			meeting for settlement (.4); analyze K-Mart CTU order reversal analysis (.8); conference with S. Cho re K-Mart analysis (.3).
3/10/04	1.40	James R Strohl	Review K-Mart bankruptcy docket re Fleming settlement agreement with K-Mart.
3/10/04	.80	Damian D Capozzola	Communications with C. Lhulier, H. Martyn, and D. Alexander re DSD settlement issues (.5); communications with E. Liebeler and A. Andrews re Target case management and discovery issues (.3).
3/10/04	4.10	Eric C Liebeler	Review draft confirmation plan.
3/10/04	.20	Eric C Liebeler	Review order re Gaillard injunction.
3/10/04	.40	Geoffrey A Richards	Telephone conference with J. Hunter re Barry Roads brief.
3/10/04	1.20	Geoffrey A Richards	Review and revise Barry Roads response.
3/10/04	.90	Geoffrey A Richards	Telephone conference with E. Liebeler re depositions in Buena Vista matter (.4); review pleadings and subpoena re same (.5).
3/10/04	.80	Geoffrey A Richards	Telephone conference with C. Adkins re 9019 settlements.
3/10/04	2.00	Sydne J Michel	Research administrative claims under 11 U.S.C. 503(b).
3/10/04	.30	Sydne J Michel	Review correspondence from K. Richession re King's Grocery's motion to compel arbitration (.1); draft correspondence to J. Bocock re same (.2).
3/10/04	3.10	Sydne J Michel	Review and analyze seven retailer contracts and accounts receivable documents in preparation to file motion to compel King's Grocery and other retailers to arbitrate (2.9); review

The Fleming Company
 Legal Services for the Period Ending March 31, 2004
 April 21, 2004

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			order re same (.1); draft memorandum to S. McFarland re same (.1)..
3/10/04	.20	Sydne J Michel	Leave voicemail message for M. Ghasemi re response to Committee re employee's administrative expense claims motion (.1); review correspondence from M. Ghasemi to Committee re same (.1).
3/10/04	.80	Sydne J Michel	Respond to voicemail messages from M. Ghasemi re employees' motion to compel administrative claims (.1); telephone conferences with R. Mendes re same (.5) draft memorandum re same (.2).
3/10/04	.20	Sydne J Michel	Review correspondence from J. Bocock re Arbitration Protocol.
3/11/04	2.50	Antoinette Huerta	Review, revise and update master production log.
3/11/04	6.00	Eve E Crowell	Prepare for and attend deposition of landlord of Buena Park property (2.2); strategize and analyze Buena Park lease rejection and notice issues (2.6); correspond with team members re documents to be produced and deposition preparation and analyze same (1.2).
3/11/04	2.50	Richard L Wynne	Preparation of materials for committee conference calls, including memoranda and charts and telephone conferences with M. Scott and A. Hijjawi.
3/11/04	2.60	Richard L Wynne	Analyze Barry Roads Food documents (.4); analyze 9019 motion review (.4); telephone conference with P. Aronzon and committee members, W. Cohen and M. Scott re settlement structures (1.8).
3/11/04	.10	Richard S Berger	Telephone call from M. Lastowski re time for Starr to file answer to declaratory relief action.
3/11/04	1.10	Damian D Capozzola	Communications re DSD class action settlement (.3); communications re real estate hearing on March 25 (.1);

The Fleming Company
 Legal Services for the Period Ending March 31, 2004
 April 21, 2004

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			communications with G. Richards and analysis re real estate hearing and related matters (.3); communications and analysis re Target discovery and case management issues (.4).
3/11/04	.50	Geoffrey A Richards	Telephone conference with K. Richesson re turnover action involving customer in Minnesota.
3/11/04	.60	Sydne J Michel	Draft memorandum to A. Groesch re Price Chopper stipulation and Best Yet and Better Foods' motions to compel arbitration (.4); draft correspondence to S. McFarland re same (.2).
3/11/04	.70	Sydne J Michel	Draft and respond to correspondence from J. Bocock and S. McFarland re King's Grocery's motion to arbitrate (.5); review correspondence from G. Richards re same (.2).
3/11/04	.30	Sydne J Michel	Draft memorandum to S. McFarland re arbitration with Brennan Foods.
3/11/04	.40	Sydne J Michel	Draft correspondence to R. Mendes re litigation of motion to reject severance agreements and motion to compel administrative claims.
3/11/04	.20	Sydne J Michel	Draft correspondence to S. McFarland re filing arbitration stipulations.
3/11/04	1.30	Sydne J Michel	Draft and revise memorandum re arbitration protocol (1.0); draft memorandum to J. Bocock and G. Richards re same (.3).
3/11/04	.30	Sydne J Michel	Review and analyze arbitration stipulations.
3/11/04	.30	Sydne J Michel	Review and respond to correspondence from S. McFarland re Brennan Foods arbitration issues.
3/12/04	.50	Edgar I Yep	Prepare discovery documents to be sent via Federal Express to counsel for

The Fleming Company
 Legal Services for the Period Ending March 31, 2004
 April 21, 2004

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			Target.
3/12/04	1.30	Nicole S Miller	Revise form 9019 motion (.6); review DSD settlement agreement (.7).
3/12/04	.30	Shirley S Cho	Review D. Larson materials.
3/12/04	.30	Richard L Wynne	Telephone conference with R. Friedman re motion.
3/12/04	1.90	Damian D Capozzola	Communications with M. Scott and D. Alexander re DSD issues and analysis re same (.4); communications re Scozio's issues (.1); review and revise Target discovery and procedural stipulations, and communications with team members and opposing counsel re same (1.2); communications and analysis re D. Larsen matter (.2).
3/12/04	.70	Geoffrey A Richards	Review and revise Shea 9019 settlement agreement.
3/12/04	.30	Sydne J Michel	Review correspondence and documents from S. McFarland re Price Chopper's stipulation.
3/15/04	2.00	Antoinette Huerta	Prepare documents and database re Target.
3/15/04	2.20	Eve E Crowell	Review documents and correspondence re Buena Park dispute and analyze issues re upcoming depositions (1.4); correspond with J. Stang re upcoming depositions and strategy re motion (.5); correspond with K. Haah re stipulation of facts re notice of rejection motion and analyze issues re same (.3).
3/15/04	.40	Shirley S Cho	Telephone conference with D. Capozzola re Dan Larson (.1); review and return voicemail of C. Birchette re litigation matters (.1); draft email to C. Lhulier re motion to file Shea's settlement under seal (.2).

The Fleming Company
 Legal Services for the Period Ending March 31, 2004
 April 21, 2004

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
3/15/04	1.40	Denise Wymore	Review complaint filed by Arbella (.2); prepare suggestion of bankruptcy (1.2).
3/15/04	.30	Laura Thomas	Telephone conference with R. Friedman re rejected/assumed status of Spencer Newcastle.
3/15/04	1.30	Damian D Capozzola	Communications and analysis re Target discovery and procedural issues (.3); communications and analysis re Scozio's matters (.1); analysis of and communications re Don Larson matter (.7); analysis of Trish Banks letter and draft response re same (.2).
3/16/04	2.00	Allison Mayo Andrews	Review, process and collate incoming case documents.
3/16/04	5.00	Antoinette Huerta	Compile materials re reclamation motion claims per A. Paris request (4.5); update hearing transcript files (.5).
3/16/04	.50	Shirley S Cho	Strategize re DiGiorgio settlement issue.
3/16/04	1.60	Laura Thomas	Review and revise Marigold recoupment objection (.5); exchange emails with T. Elliott, G. Richards and S. Cho re Marigold objections (.3); redraft and revise Marigold recoupment objection (.6) after telephone conference and email exchange with S. Cho (.2).
3/16/04	.20	Richard S Berger	Review communication from R. Lapowsky re settlement terms.
3/16/04	4.40	Damian D Capozzola	Communications re Scozio's and SunTrust matters (.2); communications with B. Cooper and analysis re DSD AP amounts (.2); communications and analysis re Target document discovery, expert, and case management issues (1.7); communications and analysis re T. Banks issues (.1); communications and analysis re Don Larsen issues (.1); communications and analysis with E. Liebler, G. Richards, and H. Rahjoo re

The Fleming Company
 Legal Services for the Period Ending March 31, 2004
 April 21, 2004

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			real estate / auction issues, and review and analysis of related documents (1.4); communications and analysis re Hawaiian software issues (.1); analysis and communications re service issue for March 25 hearing (.4); analysis and communications re Desjardins matter (.2).
3/16/04	1.50	Sydne J Michel	Review and analyze Calistro stay bonus agreement and related documents.
3/17/04	7.30	Eve E Crowell	Read, review, and prepare documents for production for purposes of depositions and analyze issue re same (5.2); confer with co counsel and team members re depositions and strategy (1.2); correspond with M. Matlat re deposition preparation (.4); correspond with opposing counsel re depo scheduling and stipulation for continuance (.5).
3/17/04	.20	Shirley S Cho	Draft several emails to W. Disse re Tucker Abstract.
3/17/04	.30	Laura Thomas	Exchange emails with E. Liebeler, G. Richards, T. Elliott and S. Cho re recoupment objections.
3/17/04	3.90	Damian D Capozzola	Communications and analysis re Target case management, expert, and discovery issues (.6); communications and analysis re Bonifay property issues (1.2); communications and analysis re Better Foods matter (1.6); communications re DSD settlement (.1); communications re Desjardins matter and retained causes of action (.4).
3/17/04	.40	Eric C Liebeler	Discuss recoupment issues with G. Richards.
3/17/04	.70	Eric C Liebeler	Review CHEP scheduling order draft (.3); discuss same with opposing counsel (.4).
3/17/04	.40	Sydne J Michel	Draft memorandum to G. Richards, A.

The Fleming Company
 Legal Services for the Period Ending March 31, 2004
 April 21, 2004

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			Groesch re Price Chopper and Best Yet stipulations (.2); draft correspondence to J. Bocock and B. Folse re same (.2)
3/17/04	.60	Sydne J Michel	Draft memorandum to J. Bocock re King's Grocery's motion to compel arbitration.
3/17/04	1.20	Sydne J Michel	Draft memorandum to C. Adkins, J. Bocock and B. Folse re motion to compel various retailers to arbitrate.
3/17/04	.50	Sydne J Michel	Draft memorandum re status of K3RD and 5 Rivers' settlement agreements (.1); review related documents (.4).
3/18/04	1.00	Allison Mayo Andrews	Review, process and collate incoming case documents.
3/18/04	.50	Allison Mayo Andrews	Prepare evidentiary documents to transmit to E. Park and K. Haah.
3/18/04	6.50	Antoinette Huerta	Assist with compilation and preparation of materials for attorneys re reclamation issues (5.0); draft and prepare correspondence to send depositions to J. Skidmore and K. Ellis (1.5).
3/18/04	.70	Nicole S Miller	Review 9019 materials
3/18/04	6.50	Eve E Crowell	Travel to and attend deposition of Super 1 Hannam (4.3); confer with team members and co-counsel re strategy for hearing and status of dispute (1.2); correspond with B. Hall re status of dispute (.2); finalize and sign off on documents for production (.2); correspond with M. Matlatt re status of dispute (.1); correspond with opposing counsel re stipulation of facts and deposition timing (.5).
3/18/04	.10	Shirley S Cho	Draft email to J. Skidmore re Marigold status.
3/18/04	.50	Richard S Berger	Review and analysis of proposed settlement agreement between GLN and

The Fleming Company
 Legal Services for the Period Ending March 31, 2004
 April 21, 2004

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			Fleming re Retailers' Omnibus Motion.
3/18/04	.50	Richard S Berger	Review and analysis of new case law re preliminary injunctions staying actions against debtor's directors and officers.
3/18/04	3.20	Damian D Capozzola	Communications and analysis re Better Foods issues (.5); communications and analysis re Bonifay property (.8); research re FRCP 68 issues (.1); communications re Target document review (.3); communications re CoreMark issues (.1); communications and analysis re Target expert issues (.3); communications and analysis re Super 1 Hannam (.6); communications with opposing counsel and team members re DSD settlement issues (.4); communications re WCM issues (.1).
3/18/04	.30	Sydne J Michel	Draft memorandum to S. Cho and G. Richards re third motion to arbitrate.
3/18/04	.20	Sydne J Michel	Review and respond to correspondence from C. Adkins re Madison Foods and Marcin Stores re arbitration issues.
3/18/04	.40	Sydne J Michel	Telephone conference with R. Salamy re King's Grocery, et al., motion to compel arbitration (.2); telephone conference with B. Folse re same (.1); telephone conference with D. Carickhoff re same (.1).
3/18/04	.10	Sydne J Michel	Review correspondence from J. Bocock re King's Grocery stipulation.
3/19/04	.40	Melissa M Dulac	Communicate with W. Hoch re proposed procedure for going forward on WCM's motion for administrative claim.
3/19/04	.90	Nicole S Miller	Review 9019 materials (.7); telephone conference with S. Cho regarding Ivie settlement (.1); telephone conference with W. Disse regarding Tucker Abstract settlement (.1).

The Fleming Company
 Legal Services for the Period Ending March 31, 2004
 April 21, 2004

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
3/19/04	1.00	Shirley S Cho	Draft summaries re 9019 motions.
3/19/04	.80	Richard L Wynne	Telephone conference with W. Friedman re mutual client and agreements on reporting issues (.2); analyze Price Choppers' motion and stipulation (.2); analyze Oduno's objection to CMO (.1); analyze Trident Seafood's issue (.1); telephone conference with I. Kharasch re CHEP settlement and bank objection (.2).
3/19/04	.60	James R Strohl	Review K-Mart docket re Fleming settlement.
3/19/04	.40	Damian D Capozzola	Communications with D. Bickford re Target case management issues (.3); communications with opposing counsel re Don Larsen issues (.1).
3/21/04	.20	Laura Thomas	Review Marigold file for information on recoupment research (.1) and email information to W. Disse (.1).
3/22/04	2.00	Allison Mayo Andrews	Review, process and collate incoming case documents (1.0); review and process evidentiary documents re Target (1.0).
3/22/04	3.20	Nicole S Miller	Review Tucker Abstract settlement agreement (.7); draft Tucker Abstract 9019 motion and order (1.6); draft Binkowski 9019 motion and order (.9).
3/22/04	2.30	Eve E Crowell	Correspond with co-counsel re status of Super 1 dispute (.5); confer with team member re stipulation of facts re notice in Super 1 (.3); review documents from K. Haah (.3); correspond with opposing counsel re agreement re continuance of hearing on motion and analyze issues with team members re same (1.2).
3/22/04	.20	Romana O Samad	Research AZ law re enforcement of judgments for Fleming Desjardins

The Fleming Company
 Legal Services for the Period Ending March 31, 2004
 April 21, 2004

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			matter.
3/22/04	4.80	Damian D Capozzola	Prepare for hearings on and communications and analysis re Better Foods (.8), Super 1 Hannam (1.4), and Hersman (1.0); communications re and analysis of Target discovery and case management issues (.8); communications re CoreMark Target A/R issue and research re amendments (.6); communications and analysis re subpoena powers (.2).
3/22/04	.30	Andrew J Groesch	Office conference with G. Richards re reviewing schedules for service address (.2); telephone conference with E. Crowell re same (.1).
3/22/04	.20	Sydne J Michel	Draft memorandum to J. Bocock re arbitration protocol.
3/22/04	.40	Sydne J Michel	Draft memorandum to G. Richards re third motion to compel arbitration (.2); review and analyze pleadings re same (.2).
3/22/04	1.10	Sydne J Michel	Research discovery issues for contested matters.
3/23/04	7.00	Nicole S Miller	Telephone conference with M. Allison regarding Tucker Abstract settlement (.1); telephone conference with P. Marshall regarding Tucker Abstract settlement agreement (.3); telephone conference with W. White regarding Tucker Abstract settlement agreement (.2); review Binkowski settlement agreement (1.1); draft Binkowski 9019 motion and order (1.7); draft Tucker Abstract 9019 motion and order (1.1); telephone conference with J. Strohl regarding Fleming hearing dates (.1); research 9019 settlements (2.4).
3/23/04	.20	Richard L Wynne	Conference with S. Cho re reply to exclusivity motion.

The Fleming Company
 Legal Services for the Period Ending March 31, 2004
 April 21, 2004

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
3/23/04	1.00	Richard L Wynne	Analyze Target complaint issues (.2); telephone conferences with R. Williams re Bob Bay adversary settlement (two calls) (.4); telephone conference with L. Jones re four outstanding objections (.4).
3/23/04	3.70	Romana O Samad	Research and analyze enforcement of judgments in Arizona.
3/23/04	.30	Richard S Berger	Conference with S. Michel re discovery issues in employees' stay bonus motion.
3/23/04	3.50	Damian D Capozzola	Communications and analysis re CoreMark claims against Target (.4); draft CoreMark complaint against Target and communications with E. Liebeler re same (1.3) communications and analysis re Bradford Plaza (.2); communications and analysis re Better Foods contested hearing (1.3); communications and analysis re Hersman motion (.3).
3/23/04	1.50	Eric C Liebeler	Review CHEP's amended complaint (1.3); discuss same with J. Hunter (.2).
3/23/04	.20	Sydne J Michel	Draft correspondence to J. Bocock and S. McFarland re second motion to arbitrate.
3/23/04	.10	Sydne J Michel	Draft memorandum to J. Bocock re Park-N-Shop motion to arbitrate.
3/23/04	.30	Sydne J Michel	Draft memorandum to B. Folsie re motion to compel arbitration re Best Yet Foods (.2); draft correspondence to B. Roof and G. Richards re same (.1).
3/23/04	.10	Sydne J Michel	Draft correspondence to J. Bocock and S. McFarland re Best Yet arbitration issues re same.
3/24/04	8.00	Antoinette Huerta	Prepare evidentiary documents re Target for attorney review (1.0); update general adversary matter files with electronically received correspondence and evidentiary document recently

The Fleming Company
 Legal Services for the Period Ending March 31, 2004
 April 21, 2004

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			received for period between 3/10 - 3/19/2004 (5.0); assist with preparation of evidentiary documents re Bain (2.0).
3/24/04	5.70	Nicole S Miller	Telephone conference with W. White regarding Tucker Abstract settlement agreement (.2); revise Tucker Abstract settlement motion and order (2.6); review GLN settlement agreement (.9); draft GLN 9019 motion and order (1.3); draft Binkowski seal motion and order (.7).
3/24/04	1.40	Richard L Wynne	Telephone conference with G. Richards re omnibus motions (.2); telephone conference with M. Bloom re settlement of motion (.2); telephone conference with R. Friedman re Best Yet settlement (.2); telephone conference with G. Richards re omnibus motion settlements in process (.6); telephone conference with G. Richards re omnibus motion status (.2).
3/24/04	2.30	Damian D Capozzola	Review and revise Core-Mark complaint against Target, and communications with T. Barry and review documents re same (1.1); communications with G. Richards re Target (.1); communications with opposing counsel (.1); communications re Bradford Plaza issues (.3); communications with opposing counsel and B. Caraway re Ocean Spray accounts receivable (.7).
3/24/04	1.00	Eric C Liebeler	Analyze potential motion to dismiss CHEP litigation (.8); discuss same with J. Hunter at Pachulski's office (.2).
3/25/04	1.00	Allison Mayo Andrews	Review, process and collate incoming case documents.
3/25/04	3.60	Nicole S Miller	Telephone conference with J. Strohl regarding 9019 motion filings (.2); revise Tucker Abstract settlement motion and order (2.1); draft GLN

The Fleming Company
 Legal Services for the Period Ending March 31, 2004
 April 21, 2004

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			settlement motion (1.3).
3/25/04	.40	Shirley S Cho	Review and revise Tucker settlement motion (.3); draft email to B. Folse re 9019 settlement motions (.1).
3/25/04	4.50	Neal F San Diego	Organize various pleading documents re Target for indexing into case management database.
3/25/04	1.80	Damian D Capozzola	Communications with T. Barry and revise Core-Mark / Target complaint (.1); communications and analysis re Hawaiian software issues (.7); communications re Target wholesale adversary complaint and status conference (.1); analysis re and communications with B. Cooper re DSD settlement AP amounts (.5); communications and analysis re DSD settlement procedures (.4).
3/25/04	.10	Sydne J Michel	Review order granting debtors' 9019 motion approving Fox Foods settlement.
3/25/04	5.80	Sydne J Michel	Draft discovery responses to former employees re motion to authorize administrative priority claims (3.8); revise and analyze documents re same (2.0).
3/26/04	2.40	Nicole S Miller	Telephone conference with C. Lhulier regarding Tucker Abstract 9019 motion (.1); telephone conference with M. Allison regarding Tucker Abstract 9019 motion (.2); revise Tucker Abstract settlement motion and order (1.3); draft GLN 9019 motion and order (.4); revise Binkowski 9019 motion (.4).
3/26/04	.10	Denise Wymore	Review conformed copy of suggestion of bankruptcy re Susan Tiner.
3/26/04	4.30	Neal F San Diego	Indexing documents re Target into case management database.
3/26/04	.10	Sydne J Michel	Review correspondence from K. Richesson re discovery for former employees re

The Fleming Company
 Legal Services for the Period Ending March 31, 2004
 April 21, 2004

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			motion to authorize administrative claims.
3/27/04	.20	Damian D Capozzola	Communications and analysis re Target discovery (.1); communications and analysis re Hawaiian software issues (.1).
3/28/04	.80	Damian D Capozzola	Analysis re Super 1 Hannam (.1); analysis re Core-Mark / Target documents (.3); analysis and communications re Hawaiian software issues (.4).
3/28/04	.60	Geoffrey A Richards	Review and revise discovery and related issues re WCM.
3/29/04	3.50	Allison Mayo Andrews	Analysis and process of evidentiary documents re Target (1.5); review and process incoming case documents (2.0).
3/29/04	1.50	Antoinette Huerta	Prepare hearing transcripts into Livenote (.5); assist with preparation of evidentiary documents re Target (1.0).
3/29/04	3.40	Richard L Wynne	Revision of intervention reply (.5); telephone conference with A. Paris re intervention reply (.2); revision of limited objection to employment (.2); analyze reply (.3); telephone conference with E. Liebler and A. Paris re pretrial conferences and revised timeline (.3); revision of opposition to intervention motion (.8); telephone conference with S. Cho re new facts for intervention opposition (.2); telephone conference with E. Liebler and S. McLean re outline of issues for summary judgment motion and database storage (.4); telephone conference with E. Liebler and S. Cho re discovery requests (.2); conference with S. Cho re retention opposition re OCC (.3).
3/29/04	.20	Laura Thomas	Exchange emails with S. Cho, G. Richards, T. Elliot and S. McFarland re

The Fleming Company
 Legal Services for the Period Ending March 31, 2004
 April 21, 2004

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			the status of Marigold and responsibility for the recoupment motion.
3/29/04	4.50	Neal F San Diego	Index produced documents re Target into case management database.
3/29/04	5.00	Neal F San Diego	Prepare evidentiary documents re Target.
3/29/04	.70	Damian D Capozzola	Communications with B. Caraway re prepetition / postpetition dates (.1); communications and analysis re Hawaiian software issues (.3); communications re Hersman matter (.1); communications and analysis re Target / Core-Mark issues (.2).
3/29/04	1.10	Eric C Liebeler	Review Target/Fleming complaint (.4); discuss Core-Mark issues with D. Capozzola (.3); review information on Hawaii counsel conflict (.4).
3/30/04	.30	Shirley S Cho	Review Sherwood settlement proposal letter and email to C. Birchette re same.
3/30/04	4.80	Neal F San Diego	Prepare and organize evidentiary documents re Target.
3/30/04	4.00	Neal F San Diego	Index documents into Fleming case management database re Target.
3/30/04	1.80	Damian D Capozzola	Communications and analysis re Hersman matter (.1), Don Larson matter (.5); analysis re Skogen's objection (.1); communications re Target documents (.1); communications and analysis re Hawaiian software issues (.3); communications and analysis re DSD settlement (.7).
3/30/04	.40	Eric C Liebeler	Review Target documents.
3/30/04	.70	Sydne J Michel	Draft and respond to correspondence re objections to third motion to compel arbitration (.5); draft correspondence

The Fleming Company
 Legal Services for the Period Ending March 31, 2004
 April 21, 2004

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			to J. Bocock re motion to compel Best Yet to arbitration (.2).
3/30/04	.20	Sydne J Michel	For April 5 hearing, draft summary of motion for entry of order authorizing arbitration of certain claims against retailers.
3/31/04	.50	Allison Mayo Andrews	Prepare Fleming/Coremark documents for attorney review and use.
3/31/04	1.00	Antoinette Huerta	Prepare evidentiary documents to send to client re Bain.
3/31/04	.30	Romana O Samad	Draft short answer re judgments and enforcement under AZ law.
3/31/04	.50	Greer N Shaw	Review Answer and Counterclaim filed by Target Corp.
3/31/04	7.50	Neal F San Diego	Coding of produced documents into case management database re Target.
3/31/04	3.90	Damian D Capozzola	Communications and analysis re DSD accounting issues (.1); analysis and communications re Hawaiian software issues (1.1); analysis and communications re Target answer (1.2); draft second round of discovery to propound on Target (wholesale side) and communications re same (1.5).
3/31/04	4.30	Eric C Liebeler	Review disclosure statement (2.0); telephone conference with M. Scott re same (.4); telephone conference with T. Barry at Core-Mark re potential stay violation (.8); review CHEP's first amended complaint (1.1).
3/31/04	.30	Sydne J Michel	Draft and respond to correspondence re Best Yet settlement issues.
3/31/04	1.00	Sydne J Michel	Draft memorandum re third motion to compel arbitration.

The Fleming Company
Legal Services for the Period Ending March 31, 2004
April 21, 2004

376.00

TOTAL HOURS

The Fleming Company
 Legal Services for the Period Ending March 31, 2004
 April 21, 2004

Description of Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
1/26/04	Overtime Meals Andrew E Paris	9.00
1/26/04	Elsa Banuelos - Secretarial overtime	138.07
1/28/04	Christina Moore, Cellular Service, Cingular, 1/5/04 - 1/8/04, 01/28/04, (Document Production)	17.38
1/30/04	Binding	8.75
1/30/04	Tabs/Indexes/Dividers	4.50
1/31/04	Telephone call to: GRANDPRARI, TX 214-704-9254	.84
1/31/04	Telephone call to: DALLAS, TX 214-647-7617	.94
1/31/04	Telephone call to: DALLAS, TX 214-647-7617	2.35
2/01/04	Telephone call to: DALLAS, TX 214-647-7617	.97
2/01/04	Telephone call to: WILMINGTON, DE 302-778-6407	.94
2/01/04	Telephone call to: DALLAS, TX 214-647-7617	.94
2/01/04	Overtime Transportation Mario Aguillon	14.00
2/01/04	Overtime Meals Mario Aguillon	18.00
2/01/04	Elsa Banuelos - Secretarial overtime	702.94
2/02/04	Telephone call to: CLEVELAND, OH 216-861-4700	.82
2/02/04	Binding	3.50
2/02/04	Binding	8.75
2/02/04	Tabs/Indexes/Dividers	1.60
2/02/04	Tabs/Indexes/Dividers	4.50
2/02/04	West Publishing-TP, Database Usage 2.04	53.47
2/03/04	Telephone call to: WILMINGTON, DE 302-778-6405	1.59
2/03/04	Telephone call to: WILMINGTON, DE 302-552-5510	.96
2/03/04	Binding	8.75
2/03/04	Tabs/Indexes/Dividers	4.50
2/03/04	Tabs/Indexes/Dividers	5.00
2/03/04	West Publishing-TP, Database Usage 2.04	8.46
2/04/04	Tabs/Indexes/Dividers	18.00
2/04/04	West Publishing-TP, Database Usage 2.04	6.71
2/04/04	West Publishing-TP, Database Usage 2.04	10.77
2/05/04	Telephone call to: NEW YORK, NY 212-530-5000	1.42

The Fleming Company
 Legal Services for the Period Ending March 31, 2004
 April 21, 2004

<u>Date</u>	<u>Description</u>	<u>Amount</u>
2/05/04	Tabs/Indexes/Dividers	12.50
2/05/04	West Publishing-TP,Database Usage 2.04	10.37
2/09/04	West Publishing-TP,Database Usage 2.04	14.35
2/10/04	West Publishing-TP,Database Usage 2.04	.59
2/10/04	West Publishing-TP,Database Usage 2.04	11.58
2/11/04	LYN'S CAFE - Working Meals/K&E and Others, Rick Wynne, 2/11/04 Client Lunch (8)	191.75
2/11/04	West Publishing-TP,Database Usage 2.04	.59
2/12/04	West Publishing-TP,Database Usage 2.04	.59
2/13/04	Binding	7.00
2/13/04	Tabs/Indexes/Dividers	.50
2/13/04	West Publishing-TP,Database Usage 2.04	.59
2/14/04	West Publishing-TP,Database Usage 2.04	.59
2/15/04	West Publishing-TP,Database Usage 2.04	.59
2/16/04	Telephone call to: ATLANTA,GA 404-815-6192	1.69
2/16/04	West Publishing-TP,Database Usage 2.04	.59
2/17/04	West Publishing-TP,Database Usage 2.04	.59
2/17/04	West Publishing-TP,Database Usage 2.04	20.63
2/18/04	Telephone call to: WILMINGTON,DE 302-426-1900	.94
2/18/04	Telephone call to: WILMINGTON,DE 302-984-6000	.90
2/18/04	Binding	8.75
2/18/04	West Publishing-TP,Database Usage 2.04	.59
2/19/04	West Publishing-TP,Database Usage 2.04	.59
2/19/04	West Publishing-TP,Database Usage 2.04	22.04
2/20/04	Telephone call to: WILMINGTON,DE 302-778-6405	.96
2/20/04	Telephone call to: WILMINGTON,DE 302-778-6405	.84
2/20/04	Telephone call to: WILMINGTON,DE 302-778-6400	.84
2/20/04	Telephone call to: GRANDPRARI,TX 214-704-9254	.82
2/20/04	Tabs/Indexes/Dividers	5.00
2/20/04	Tabs/Indexes/Dividers	2.50
2/20/04	West Publishing-TP,Database Usage 2.04	.59
2/21/04	West Publishing-TP,Database Usage 2.04	.59
2/22/04	West Publishing-TP,Database Usage 2.04	.59
2/23/04	Scanned Images	.60
2/23/04	Scanned Images	.75
2/23/04	West Publishing-TP,Database Usage 2.04	.59
2/23/04	West Publishing-TP,Database Usage 2.04	31.69
2/23/04	West Publishing-TP,Database Usage 2.04	67.60

The Fleming Company
 Legal Services for the Period Ending March 31, 2004
 April 21, 2004

<u>Date</u>	<u>Description</u>	<u>Amount</u>
2/24/04	Tabs/Indexes/Dividers	10.80
2/24/04	Tabs/Indexes/Dividers	5.00
2/24/04	Scanned Images	4.35
2/24/04	West Publishing-TP,Database Usage 2.04	.59
2/25/04	Scanned Images	3.00
2/25/04	West Publishing-TP,Database Usage 2.04	.59
2/25/04	West Publishing-TP,Database Usage 2.04	19.87
2/26/04	Tabs/Indexes/Dividers	2.70
2/26/04	Scanned Images	1.35
2/26/04	West Publishing-TP,Database Usage 2.04	.59
2/27/04	Scanned Images	1.35
2/27/04	West Publishing-TP,Database Usage 2.04	.59
2/27/04	West Publishing-TP,Database Usage 2.04	26.59
2/28/04	West Publishing-TP,Database Usage 2.04	.59
2/29/04	West Publishing-TP,Database Usage 2.04	.59
2/29/04	LEXISNEXIS - Computer Database Research, LexisNexis Database Usage for February 2004	154.33
2/29/04	Computer Database Research, Dun & Bradstreet, 02/04	40.40
2/29/04	LEXISNEXIS - Computer Database Research - LexisNexis Database Usage for February, 2004	69.70
3/01/04	Telephone call to: DALLAS NE,TX 972-906-2180	.50
3/01/04	Telephone call to: WILMINGTON,DE 302-654-1888	.75
3/01/04	AT&T TELECONFERENCE SERVICES - Telephone, Teleconference chgs., D. Capozzola, 2/04	40.79
3/01/04	Fax phone charge to 972-906-2322	.75
3/01/04	Fax page charge to 310-201-0760	15.75
3/01/04	Fax page charge to 972-906-2322	9.75
3/01/04	Fax page charge to 972-906-1405	2.25
3/01/04	Standard Copies	.20
3/01/04	Standard Copies	.40
3/01/04	Standard Copies	.10
3/01/04	Scanned Images	5.25
3/01/04	Scanned Images	3.15
3/01/04	Scanned Images	.30
3/01/04	Scanned Images	4.05
3/01/04	Scanned Images	.30
3/01/04	Scanned Images	.15
3/02/04	Telephone call to: OAHU,HI 808-539-8700	.50
3/02/04	Telephone call to: CLEVELAND,OH	10.96

The Fleming Company
 Legal Services for the Period Ending March 31, 2004
 April 21, 2004

<u>Date</u>	<u>Description</u>	<u>Amount</u>
3/02/04	216-861-4700 Telephone call to: GRD PR,TX 214-647-7500	1.49
3/02/04	Standard Copies	94.00
3/02/04	Standard Copies	.50
3/02/04	Scanned Images	2.40
3/02/04	Scanned Images	.60
3/02/04	Scanned Images	1.95
3/03/04	Telephone call to: HARRISBURG,PA 717-237-6733	.75
3/03/04	Telephone call to: MINEAPOLIS,MN 612-766-7000	1.00
3/03/04	Fax phone charge to 808-524-3838	1.25
3/03/04	Fax page charge to 808-524-3838	9.75
3/03/04	Fax page charge to 916-323-3387	1.50
3/03/04	Fax page charge to 612-766-1600	1.50
3/03/04	Fax page charge to 313-259-7926	1.50
3/03/04	Standard Copies	.70
3/03/04	Standard Copies	.50
3/03/04	Standard Copies	.50
3/03/04	Standard Copies	.20
3/03/04	Standard Copies	1.20
3/03/04	Standard Copies	.80
3/03/04	Scanned Images	2.40
3/03/04	Scanned Images	.75
3/03/04	Scanned Images	.30
3/03/04	Scanned Images	.45
3/03/04	Scanned Images	.30
3/03/04	Postage	.60
3/04/04	Telephone call to: CENTRAL,MN 651-227-9411	1.49
3/04/04	Telephone call to: KEARNY,NJ 201-997-1055	.75
3/04/04	Telephone call to: CLEVELAND,OH 216-861-4700	.84
3/04/04	Telephone call to: CLEVELAND,OH 216-496-0736	.84
3/05/04	Telephone call to: STATE OF,DE 302-778-6405	.50
3/05/04	Telephone call to: STATE OF,DE 302-778-6400	1.25
3/05/04	Telephone call to: CLEVELAND,OH 216-861-4700	2.49
3/05/04	Telephone call to: MIDDLEBORO,MA 508-946-7278	.50
3/05/04	Telephone call to: NEWYORKCTY,NY	.50

The Fleming Company
 Legal Services for the Period Ending March 31, 2004
 April 21, 2004

<u>Date</u>	<u>Description</u>	<u>Amount</u>
3/05/04	212-530-5000 Telephone call to: CHICAGO,IL 312-543-0656	.50
3/05/04	Standard Copies	.20
3/05/04	Standard Copies	4.40
3/05/04	Scanned Images	2.40
3/05/04	Scanned Images	.30
3/05/04	Fed Exp to: CLERK OF COURT,WILMINGTON,DE	10.64
3/05/04	Fed Exp to: CLERK OF THE U.S. BANKRUPTCY	10.64
3/05/04	MATRIX LEGAL, LLC. - Outside Paralegal Assistance San Diego, Neal w/e 02/29/04	91.96
3/05/04	THE DIALOG CORPORATION - Computer Database Research, Database Usage 2/04	46.55
3/08/04	Telephone call to: STATE OF,AZ 520-750-0250	.75
3/08/04	Telephone call to: W PHOENIX,AZ 623-937-2795	1.25
3/08/04	Telephone call to: KEARNY,NJ 201-997-1055	1.00
3/08/04	Fax page charge to 612-766-1600	1.50
3/08/04	Fax page charge to 313-259-7926	1.50
3/08/04	Standard Copies	2.50
3/08/04	Scanned Images	.60
3/09/04	Telephone call to: WILMINGTON,DE 302-654-5180	1.49
3/09/04	Standard Copies	.10
3/09/04	Standard Copies	.20
3/09/04	Standard Copies	2.10
3/09/04	Standard Copies	2.40
3/09/04	Scanned Images	2.70
3/09/04	Scanned Images	2.40
3/09/04	Scanned Images	1.05
3/09/04	GREENEBAUM DOLL & MCDONALD PLLC - Information Broker Doc/Svcs - Attorney service	147.35
3/10/04	Telephone call to: PORTLAND,OR 503-243-1647	2.24
3/10/04	Telephone call to: WILMINGTON,DE 302-654-1888	2.74
3/10/04	Telephone call to: CLEVELAND,OH 216-861-4700	2.49
3/10/04	Telephone call to: OK CITY,OK 405-203-2463	1.74
3/10/04	Standard Copies	.40
3/10/04	Scanned Images	2.40
3/11/04	Telephone call to: CHATANOOGA,TN	.50

The Fleming Company
 Legal Services for the Period Ending March 31, 2004
 April 21, 2004

<u>Date</u>	<u>Description</u>	<u>Amount</u>
	615-846-9020	
3/11/04	Standard Copies	.50
3/11/04	Standard Copies	.90
3/11/04	Standard Copies	3.60
3/11/04	Standard Copies	3.80
3/11/04	Postage	1.80
3/11/04	Fed Exp to: CLERK OF COURT, WASHINGTON, PA	10.64
3/12/04	Telephone call to: DALLAS NE, TX 972-906-2180	.50
3/12/04	Telephone call to: STATE OF, DE 302-778-6406	.75
3/12/04	Telephone call to: BRITTON, OK 405-841-8287	2.81
3/12/04	Telephone call to: WILMINGTON, DE 302-778-6400	1.42
3/12/04	Standard Copies	.10
3/12/04	Standard Copies	3.70
3/12/04	Standard Copies	5.80
3/12/04	Standard Copies	.20
3/12/04	Standard Copies	17.80
3/12/04	Standard Copies	3.10
3/12/04	Scanned Images	1.20
3/12/04	Scanned Images	4.35
3/12/04	Scanned Images	4.35
3/12/04	Scanned Images	.60
3/12/04	Scanned Images	.15
3/12/04	Scanned Images	1.65
3/12/04	Fed Exp to: MINNEAPOLIS, MN from: ED YEP	14.14
3/12/04	Fed Exp to: CLERK OF THE COURT, SPOKANE, WA from: DENISE WYMORE	15.14
3/14/04	GENESYS CONFERENCING, INC. - Telephone - 02/18/04 Conference call	83.59
3/14/04	GENESYS CONFERENCING, INC. - Telephone - 02/24/04 Conference call	14.05
3/14/04	GENESYS CONFERENCING, INC. - Telephone - 02/26/04 Conference call	59.29
3/14/04	GENESYS CONFERENCING, INC. - Telephone - 02/27/04 Conference call	26.67
3/14/04	GENESYS CONFERENCING, INC. - Telephone - 02/27/04 Conference call	5.00
3/14/04	GENESYS CONFERENCING, INC. - Telephone - 02/27/04 Conference call	7.14
3/14/04	GENESYS CONFERENCING, INC. - Telephone - 02/27/04 Conference call	38.93
3/14/04	GENESYS CONFERENCING, INC. - Telephone - 03/04/04 Conference call	48.93

The Fleming Company
 Legal Services for the Period Ending March 31, 2004
 April 21, 2004

<u>Date</u>	<u>Description</u>	<u>Amount</u>
3/14/04	GENESYS CONFERENCING, INC. - Telephone - 03/08/04 Conference call	52.39
3/14/04	GENESYS CONFERENCING, INC. - Telephone - 03/09/04 Conference call	149.32
3/14/04	GENESYS CONFERENCING, INC. - Telephone - 03/10/04 Conference call	47.33
3/15/04	Telephone call to: DALLAS NE,TX 972-906-2180	.50
3/15/04	Telephone call to: CENTRAL,MN 651-227-9411	.75
3/15/04	Telephone call to: SOUTHERN,KS 316-858-0402	2.49
3/15/04	Telephone call to: SANTA ANA,CA 714-838-9054	.98
3/15/04	Telephone call to: NEWPRT BCH,CA 949-552-9393	.59
3/15/04	Telephone call to: EASTERN,MA 617-753-1115	4.91
3/15/04	Telephone call to: SANFRNCSCO,CA 415-860-3003	.79
3/15/04	Telephone call to: EASTERN,MA 617-753-1100	2.94
3/15/04	Standard Copies	.60
3/16/04	Telephone call to: BUFFALO,NY 716-854-4300	.50
3/16/04	Telephone call to: STATE OF,DE 302-778-6400	.50
3/16/04	Telephone call to: STATE OF,DE 302-778-6405	1.00
3/16/04	Scanned Images	2.10
3/17/04	Telephone call to: SOUTHERN,AL 334-793-2424	.50
3/17/04	Telephone call to: SOUTHERN,AL 334-793-2424	3.24
3/17/04	Standard Copies	.10
3/17/04	Standard Copies	.90
3/17/04	Standard Copies	7.60
3/17/04	Standard Copies	70.90
3/17/04	Standard Copies	144.40
3/17/04	Scanned Images	1.20
3/17/04	Scanned Images	.60
3/17/04	Postage	1.80
3/17/04	Fed Exp to: CLERK OF COURT, QUINCY,MA	10.64
3/18/04	Telephone call to: BUFFALO,NY 716-854-4300	.50
3/18/04	Telephone call to: CLEVELAND,OH	2.74

The Fleming Company
 Legal Services for the Period Ending March 31, 2004
 April 21, 2004

<u>Date</u>	<u>Description</u>	<u>Amount</u>
	216-861-4700	
3/18/04	Telephone call to: DALLAS NE,TX	.75
	972-906-1231	
3/18/04	Telephone call to: SOUTHERN,AL	.50
	334-793-2424	
3/18/04	Telephone call to: OKLA CITY,OK	3.74
	405-239-6692	
3/18/04	Standard Copies	.40
3/18/04	Scanned Images	.30
3/18/04	Postage	1.20
3/19/04	Telephone call to: BRITTON,OK	.84
	405-858-5842	
3/19/04	Telephone call to: LEWISVILLE,TX	.83
	972-906-1231	
3/19/04	Telephone call to: LEWISVILLE,TX	.84
	972-906-7175	
3/19/04	Telephone call to: LEWISVILLE,TX	.84
	972-906-7175	
3/19/04	Telephone call to: ST PAUL,MN	.82
	651-251-8302	
3/19/04	Scanned Images	3.30
3/19/04	Scanned Images	4.80
3/19/04	Scanned Images	.75
3/22/04	Standard Copies	3.80
3/22/04	Standard Copies	6.00
3/22/04	Standard Copies	8.40
3/22/04	Standard Copies	15.70
3/22/04	Standard Copies	64.40
3/22/04	Scanned Images	1.35
3/22/04	Fed Exp to: WHITTIER,CA	6.54
3/22/04	Fed Exp to: WILMINGTON,DE	10.64
3/23/04	Telephone call to: STATE OF,DE	.75
	302-778-6405	
3/23/04	Telephone call to: STATE OF,DE	.75
	302-778-6405	
3/23/04	Telephone call to: S SAN,CA	.56
	650-589-9445	
3/23/04	Telephone call to: DOTHAN,AL	1.07
	334-793-2424	
3/23/04	Telephone call to: DOTHAN,AL	.82
	334-793-2424	
3/23/04	Telephone call to: WILMINGTON,DE	1.02
	302-778-6400	
3/23/04	Telephone call to: WILMINGTON,DE	1.49
	302-778-6400	
3/23/04	Telephone call to: DOTHAN,AL	2.20

The Fleming Company
 Legal Services for the Period Ending March 31, 2004
 April 21, 2004

<u>Date</u>	<u>Description</u>	<u>Amount</u>
3/23/04	334-793-2424 Telephone call to: DOTHAN,AL	1.73
3/23/04	334-793-2424	
3/23/04	Fax page charge to 214-468-8397	4.50
3/23/04	Fax page charge to 215-568-0300	3.75
3/23/04	Standard Copies	.10
3/23/04	Standard Copies	.50
3/23/04	Standard Copies	9.30
3/23/04	Standard Copies	14.50
3/23/04	Scanned Images	.90
3/23/04	Fed Exp to: WILMINGTON,DE	60.71
3/24/04	Telephone call to: SSNFRNCSCO,CA 650-589-9445	1.03
3/24/04	Scanned Images	1.05
3/25/04	Telephone call to: STATE OF,HI	1.74
3/25/04	808-535-5711	
3/25/04	Telephone call to: STATE OF,DE 302-778-6405	.50
3/25/04	Telephone call to: BRITTON,OK 405-858-5801	2.24
3/25/04	Scanned Images	.45
3/26/04	Telephone call to: LOSANGELES,CA 213-248-1212	2.50
3/26/04	Fax page charge to 612-869-8890	.75
3/26/04	Standard Copies	.90
3/26/04	MATRIX LEGAL, LLC. - Outside Paralegal Assistance - Bethel, Elizabeth w/e 03/26/04	1,266.88
3/29/04	Telephone call to: DALLAS NE,TX 972-906-2177	6.73
3/29/04	Telephone call to: WILMINGTON,DE 302-575-1555	.75
3/29/04	Telephone call to: MIAMI,FL 305-416-9998	2.74
3/29/04	Telephone call to: BEVERLYHLS,CA 310-729-3054	2.11
3/29/04	Standard Copies	27.30
3/29/04	Standard Copies	51.70
3/29/04	Standard Copies	37.70
3/29/04	Scanned Images	9.90
3/29/04	Scanned Images	6.60
3/29/04	Scanned Images	13.20
3/29/04	Scanned Images	11.85
3/30/04	Telephone call to: CENTRAL,MN 651-251-8302	.75
3/30/04	Telephone call to: CLEVELAND,OH	.50

The Fleming Company
 Legal Services for the Period Ending March 31, 2004
 April 21, 2004

<u>Date</u>	<u>Description</u>	<u>Amount</u>
3/30/04	216-861-4700 Telephone call to: OAHU, HI	.50
3/30/04	808-539-8700 Telephone call to: CLEVELAND, OH	.50
3/30/04	216-861-4700 Telephone call to: ATLANTA, GA	1.74
3/30/04	404-815-6482 Standard Copies	24.90
3/30/04	Standard Copies	50.80
3/30/04	Standard Copies	.20
3/30/04	Standard Copies	7.00
3/30/04	Standard Copies	6.60
3/30/04	Standard Copies	.20
3/30/04	Scanned Images	3.30
3/30/04	Scanned Images	3.30
3/30/04	Scanned Images	3.30
3/30/04	Fed Exp to: LEWISVILLE, TX	13.39
3/30/04	Fed Exp to: WENDY JOHNSON, ST. PAUL, MN	10.33
3/31/04	from: DAMIAN D. CAPOZZOLA, ESQ Telephone call to: OAHU, HI	.50
3/31/04	808-539-8700 Telephone call to: STATE OF, DE	1.49
3/31/04	302-778-6401 Telephone call to: WILMINGTON, DE	.50
3/31/04	302-573-6491 Fax page charge to 405-350-0537	1.50
3/31/04	Standard Copies	1.20
3/31/04	Standard Copies	29.50
3/31/04	Standard Copies	23.90
3/31/04	Standard Copies	4.60
3/31/04	Postage	.37
3/31/04	Postage	.37
3/31/04	Postage	.37
	Total Expenses	\$ 5,182.23